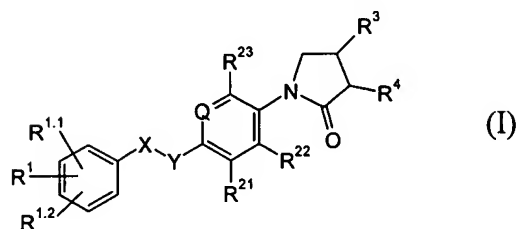


CLAIM AMENDMENTS

1. (Original) A compound of the formula I



wherein

Q is =N- or =C(R²⁴)-;

X-Y is -CH₂-CH₂-, -CH=CH- or -CH₂-O-;

R¹, R^{1.1} and R^{1.2} independently from each other are selected from the group consisting of hydrogen, halogen, halogen-(C₁-C₆)-alkyl, cyano, (C₁-C₆)-alkoxy or halogen-(C₁-C₆)-alkoxy;

R²¹, R²² and R²³ independently from each other are selected from the group consisting of hydrogen and halogen;

R²⁴ is hydrogen, halogen or methyl;

R³ is -NHR⁶;

R⁴ is hydrogen; and

R⁶ is -C(O)H, -C(O)-(C₁-C₃)-alkyl, C(O)-halogen-(C₁-C₃)alkyl, -C(O)O(C₁-C₃)-alkyl, -C(O)NH₂ or -SO₂-(C₁-C₃)-alkyl;

or an individual isomer or racemic or non-racemic mixture thereof.

2. (Original) A compound of claim 1 wherein Q is =C(R²⁴)-.

3. (Original) A compound of claim 2 wherein R^{24} is hydrogen; X-Y is $-\text{CH}_2\text{-O}-$; $R^{1.1}$ and $R^{1.2}$ are hydrogen; R^1 is hydrogen or halogen; R^{21} , R^{22} , and R^{23} are hydrogen; R^4 is hydrogen, and R^3 is NHR^6 .

4. (Original) A compound of claim 3 wherein R^6 is COOH , C(O)CH_3 , $\text{C(O)CH}_2\text{F}$, C(O)CHF_2 , C(O)CF_3 , C(O)OCH_3 , C(O)NH_2 , or SO_2CH_3 .

5. (Original) A compound of claim 1 wherein Q is $=\text{CH}-$, $=\text{CF}-$, or $=\text{C}(\text{CH}_3)-$.

6. (Original) A compound of claim 1 wherein Q is $=\text{N}-$.

7. (Original) A compound of claim 1 wherein X-Y is $-\text{CH}_2\text{-O}-$.

8. (Original) A compound of claim 1 wherein X-Y is $-\text{CH}_2\text{-CH}_2-$ or $-\text{CH}=\text{CH}-$.

9. (Original) A compound of claim 1 wherein R^1 , $R^{1.1}$, and $R^{1.2}$ independently are selected from the group consisting of hydrogen, halogen, cyano, methyl, halogenmethyl, methoxy or halogenmethoxy.

10. (Original) A compound of claim 1 wherein R^1 , $R^{1.1}$, and $R^{1.2}$ are halogen.

11. (Original) A compound of claim 10 wherein R^1 , $R^{1.1}$, and $R^{1.2}$ are fluoro.

12. (Original) A compound of claim 11 wherein R^1 , $R^{1.1}$, and $R^{1.2}$ are 2,4,6-trifluoro, 2,4,5-trifluoro, 2,3,6-trifluoro, 2,3,4-trifluoro, or 3,4,5-trifluoro.

13. (Original) A compound of claim 1 wherein $R^{1.2}$ is hydrogen and R^1 and $R^{1.1}$ independently from each other are selected from the group consisting of hydrogen, halogen, cyano, (C₁-C₆)-alkyl, halogen-(C₁-C₆)-alkyl, (C₁-C₆)-alkoxy or halogen-(C₁-C₆)-alkoxy.
14. (Original) A compound of claim 13 wherein R^1 and $R^{1.1}$ independently are halogen or (C₁-C₆)-alkyl.
15. (Original) A compound of claim 14 wherein $R^{1.1}$ is halogen and R^1 is halogen or (C₁-C₆)-alkyl.
16. (Original) A compound of claim 1 wherein R^1 , $R^{1.1}$ and $R^{1.2}$ are hydrogen.
17. (Original) A compound of claim 1 wherein $R^{1.1}$ and $R^{1.2}$ are hydrogen and R^1 is selected from the group consisting of hydrogen, halogen, cyano, (C₁-C₆)-alkyl, halogen-(C₁-C₆)-alkyl, (C₁-C₆)-alkoxy or halogen-(C₁-C₆)-alkoxy.
18. (Original) A compound of claim 17 wherein R^1 is halogen or (C₁-C₆)-alkyl.
19. (Original) A compound of claim 17 wherein R^1 is selected from the group consisting of hydrogen, halogen, cyano, methyl, halogenmethyl, methoxy or halogenmethoxy.
20. (Original) A compound of claim 19 wherein R^1 is halogenmethoxy.
21. (Original) A compound of claim 20 wherein R^1 is 3-trifluoromethoxy.

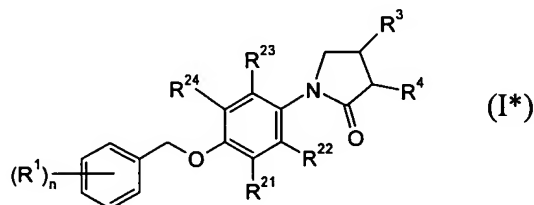
22. (Original) A compound of claim 19 wherein R^1 is fluoro.
23. (Original) A compound of claim 22 wherein R^1 is 3-fluoro or 4-fluoro.
24. (Original) A compound of claim 19 wherein R^1 is methyl.
25. (Original) A compound of claim 24 wherein R^1 is 4-methyl.
26. (Original) A compound of claim 19 wherein R^1 is chloro.
27. (Original) A compound of claim 26 wherein R^1 is 3-chloro.
28. (Original) A compound of claim 19 wherein R^1 is CN.
29. (Original) A compound of claim 19 wherein R^1 is halogenmethyl.
30. (Original) A compound of claim 29 wherein R^1 is 3-trifluoromethyl.
31. (Original) A compound of claim 19 wherein R^1 is methoxy.
32. (Original) A compound of claim 31 wherein R^1 is 2-methoxy, 3-methoxy, or 4-methoxy.
33. (Original) A compound of claim 1 wherein R^{21} , R^{22} and R^{23} are hydrogen.

34. (Original) A compound of claim 1 wherein R^{24} is hydrogen.

35. (Original) A compound of claim 1 wherein R^3 is $-NHR^6$ wherein R^6 is $-C(O)H$, $-C(O)-CH_3$, $-C(O)-CH_2F$, $-C(O)-CHF_2$, $-C(O)-CF_3$, $-C(O)O-CH_3$, $-C(O)-NH_2$ or $-SO_2-CH_3$.

36. (Original) A compound of claim 1 wherein the compound has (S)-configuration.

37. (Original) A compound of the formula I*



wherein

R^1 is halogen, halogen-(C_1-C_6)-alkyl, cyano, (C_1-C_6)-alkoxy or halogen-(C_1-C_6)-alkoxy;

R^{21} , R^{22} , R^{23} and R^{24} independently from each other are selected from the group consisting of hydrogen and halogen;

R^3 is $-NHR^6$;

R^4 is hydrogen;

R^6 is $-CO-(C_1-C_3)$ -alkyl or $-SO_2-(C_1-C_3)$ -alkyl; and

n is 0, 1, 2 or 3;

or an individual isomer or a racemic or non-racemic mixture thereof.

38. (Original) A compound of claim 37 wherein R^3 is NHR^6 ; R^6 is $-CO-(C_1-C_6)$ -alkyl or $-SO_2-(C_1-C_6)$ -alkyl; and R^4 is hydrogen.

39. (Original) A compound of claim 37 wherein n is 1 or 2.

40. (Original) A compound of claim 37 wherein n is 0 or 1.

41. (Original) A compound of claim 37 wherein n is 1.

42. (Original) A compound of claim 37 wherein R^1 is halogen or halogen- (C_1-C_6) -alkyl.

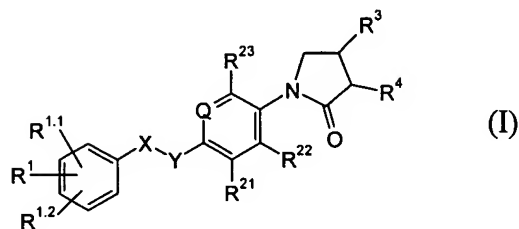
43. (Original) A compound of claim 42 wherein R^1 is fluoro, chloro, or trifluoromethyl.

44. (Original) A compound selected from the group consisting of
(RS)-N-{1-[4-(3-fluoro-benzyloxy)-phenyl]-5-oxo-pyrrolidin-3-yl}-acetamide,
(S)-N-{1-[4-(3-fluoro-benzyloxy)-phenyl]-5-oxo-pyrrolidin-3-yl}-acetamide,
(R)-N-{1-[4-(3-fluoro-benzyloxy)-phenyl]-5-oxo-pyrrolidin-3-yl}-acetamide,
(RS)-N-{1-[4-(3-fluoro-benzyloxy)-phenyl]-5-oxo-pyrrolidin-3-yl}-formamide,
(S)-N-{1-[4-(3-fluoro-benzyloxy)-phenyl]-5-oxo-pyrrolidin-3-yl}-formamide,
(R)-N-{1-[4-(3-fluoro-benzyloxy)-phenyl]-5-oxo-pyrrolidin-3-yl}-formamide,
(RS)-{1-[4-(3-fluoro-benzyloxy)-phenyl]-5-oxo-pyrrolidin-3-yl}-carbamic acid methyl ester,
(RS)-{1-[4-(3-fluoro-benzyloxy)-phenyl]-5-oxo-pyrrolidin-3-yl}-urea, and
(RS)-N-{1-[4-(3-fluoro-benzyloxy)-phenyl]-5-oxo-pyrrolidin-3-yl}-methanesulfonamide.

45. (Original) A compound selected from the group consisting of
(S)-2-fluoro-N-{1-[4-(3-fluoro-benzyloxy)-phenyl]-5-oxo-pyrrolidin-3-yl}-acetamide,
(S)-2,2-difluoro-N-{1-[4-(3-fluoro-benzyloxy)-phenyl]-5-oxo-pyrrolidin-3-yl}-acetamide,
(S)-2,2,2-trifluoro-N-{1-[4-(3-fluoro-benzyloxy)-phenyl]-5-oxo-pyrrolidin-3-yl}-acetamide,
(RS)-N-{1-[4-(4-fluoro-benzyloxy)-phenyl]-5-oxo-pyrrolidin-3-yl}-acetamide,
(R)-N-{1-[4-(4-fluoro-benzyloxy)-phenyl]-5-oxo-pyrrolidin-3-yl}-acetamide,
(S)-N-{1-[4-(4-fluoro-benzyloxy)-phenyl]-5-oxo-pyrrolidin-3-yl}-acetamide,
(RS)-N-{1-[4-(4-fluoro-benzyloxy)-phenyl]-5-oxo-pyrrolidin-3-yl}-formamide,
(RS)-N-[1-(4-benzyloxy-phenyl)-5-oxo-pyrrolidin-3-yl]-acetamide, and
(RS)-N-{1-[4-(2-fluoro-benzyloxy-phenyl)-5-oxo-pyrrolidin-3-yl]-acetamide.

46. (Original) A compound selected from the group consisting of
(RS)-(E)-N-(1-{4-[2-(3-fluoro-phenyl)-vinyl]-phenyl}-5-oxo-pyrrolidin-3-yl)-acetamide,
(RS)-N-(1-{4-[2-(3-fluoro-phenyl)-ethyl]-phenyl}-5-oxo-pyrrolidin-3-yl)-acetamide,
(RS)-N-{1-[6-(4-fluoro-benzyloxy)-pyridin-3-yl]-5-oxo-pyrrolidin-3-yl}-acetamide,
(S)-N-{1-[4-(3-chloro-benzyloxy)-phenyl]-5-oxo-pyrrolidin-3-yl}-acetamide,
(S)-N-{1-[4-(2,6-difluoro-benzyloxy)-phenyl]-5-oxo-pyrrolidin-3-yl}-acetamide,
(S)-N-{5-oxo-1-[4-(2,4,6-trifluoro-benzyloxy)-phenyl]-pyrrolidin-3-yl}-acetamide,
(S)-N-{1-[4-(3-methoxy-benzyloxy)-phenyl]-5-oxo-pyrrolidin-3-yl}-acetamide,
(S)-N-{5-oxo-1-[4-(4-trifluoromethyl-benzyloxy)-phenyl]-pyrrolidin-3-yl}-acetamide,
(S)-N-{1-[4-(4-methyl-benzyloxy)-phenyl]-5-oxo-pyrrolidin-3-yl}-acetamide, and
(S)-N-{1-[4-(3-cyano-benzyloxy)-phenyl]-5-oxo-pyrrolidin-3-yl}-acetamide.

47. (Original) A composition comprising a compound of formula I



wherein

Q is =N- or =C(R²⁴)-;

X-Y is -CH₂-CH₂-, -CH=CH- or -CH₂-O-;

R¹, R^{1.1} and R^{1.2} independently from each other are selected from the group consisting of hydrogen, halogen, halogen-(C₁-C₆)-alkyl, cyano, (C₁-C₆)-alkoxy or halogen-(C₁-C₆)-alkoxy;

R²¹, R²² and R²³ independently from each other are selected from the group consisting of hydrogen and halogen;

R²⁴ is hydrogen, halogen or methyl;

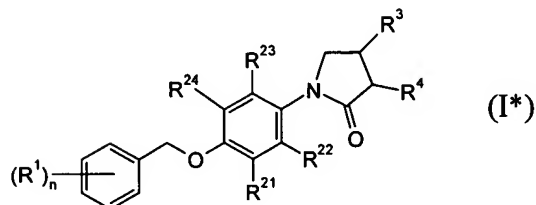
R³ is -NHR⁶;

R⁴ is hydrogen; and

R⁶ is -C(O)H, -C(O)-(C₁-C₃)-alkyl, C(O)-halogen-(C₁-C₃)alkyl, -C(O)O(C₁-C₃)-alkyl, -C(O)NH₂ or -SO₂-(C₁-C₃)-alkyl;

or an individual isomer or racemic or non-racemic mixture thereof, and a pharmaceutically acceptable carrier.

48. (Original) A composition comprising a compound of formula I*



wherein

R¹ is halogen, halogen-(C₁-C₆)-alkyl, cyano, (C₁-C₆)-alkoxy or halogen-(C₁-C₆)-alkoxy;

R²¹, R²², R²³ and R²⁴ independently from each other are selected from the group consisting of hydrogen and halogen;

R³ is -NHR⁶;

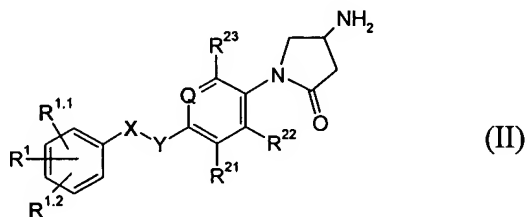
R⁴ is hydrogen;

R⁶ is -CO-(C₁-C₃)-alkyl or -SO₂-(C₁-C₃)-alkyl; and

n is 0, 1, 2 or 3;

or an individual isomer or racemic or non-racemic mixture thereof, and a pharmaceutically acceptable carrier.

49. (Original) A process for the preparation of compounds of formula I according to claim 1 comprising reacting a compound of formula II



with an isocyanate or an acyl donating agent of formula Z-C(O)-(C₁-C₃)-alkyl, Z-C(O)-halogen-(C₁-C₃)-alkyl, Z-C(O)O(C₁-C₃)-alkyl, or Z-SO₂-(C₁-C₃)-alkyl wherein Z is an activating group.

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50. (Original) A method for the treatment of Alzheimer's disease comprising administering to an individual a therapeutically effective amount of a compound of claim 1.

51. (Original) A method for the treatment of senile dementia comprising administering to an individual a therapeutically effective amount of a compound of claim 1.